

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MARYLAND
(Baltimore Division)

In re:

USINTERNETWORKING, INC., *et al.*,

Debtors.

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Case Nos. 02- *5-0215-SD*
Through 02- *5-0219-SD*
(Chapter 11)
(Jointly Administered under
Case No. 02- *5-0215-SD*)

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**ORDER PURSUANT TO SECTION 366 OF THE BANKRUPTCY CODE:
(A) DETERMINING ADEQUATE ASSURANCE OF PAYMENT FOR FUTURE
UTILITY SERVICES; AND (B) PROHIBITING UTILITY COMPANIES FROM
ALTERING, REFUSING, OR DISCONTINUING SERVICE TO DEBTORS**

Upon consideration of the motion (the "Motion") of the above-captioned debtors and debtors in possession (the "Debtors"), for entry of an order, pursuant to section 366 of title 11 of the United States Code (as amended, the "Bankruptcy Code"): (a) determining adequate assurance of payment for future utility services; and (b) prohibiting entities that provide electricity, gas, oil, water, trash removal, telephone, telecommunications, and/or other utility services to the Debtors, including but not limited to those entities set forth on **Exhibit A** annexed to the Motion together with any utility companies inadvertently excluded from **Exhibit A** (collectively, the "Utility Companies"), from altering, refusing, or discontinuing such services without appropriate notice and hearing; and notice of the Motion having been given as set forth on the certificate of service annexed to the Motion; and it appearing that no other or further it being proffered that Debtors are substantially current with their utility payments perpetually; notice is necessary; and after due consideration, it is this 7th day of January, 2002, by the

United States Bankruptcy Court for the District of Maryland, hereby,

ORDERED, that the Motion be, and it hereby is, granted; and it is further

ENTERED

JAN 08 2002

CLERK'S OFFICE
U.S. BANKRUPTCY COURT
DISTRICT OF MARYLAND
BALTIMORE

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ORDERED, that the Debtors' furnishing of each respective Utility Company with a deposit in the amount of \$100.00 per account for postpetition services shall constitute "adequate assurance of payment" as such terms are used in section 366 of the Bankruptcy Code; however, the Court's finding of adequate assurance of payment herein is without prejudice to any Utility Company seeking additional adequate assurance of payment; and it is further

ORDERED, that in the event a Utility Company believes it does not have sufficient adequate assurance of payment, it may file a motion under Section 366(b) of the Bankruptcy Code to modify the deposit provided herein by the Debtors; and it is further

ORDERED, that pending the resolution of any motion seeking additional adequate assurance of payment, the Utility Company that files a motion seeking such relief shall be deemed, in the interim, to have adequate assurance of future payment under section 366 of the Bankruptcy Code and shall not discontinue, alter or refuse service to the Debtors on account of any alleged lack of adequate assurance of payment until further order of the Court on said motion; and it is further

ORDERED, that in the event a Utility Company requests additional adequate assurance of payment from the Debtors and should the Debtors, with the consent of any statutorily appointed official committee of unsecured creditors, agree to provide such additional adequate assurance of payment to such Utility Company in the form of an additional deposit or other payment terms for postpetition services, the Debtors may enter into an agreement with such Utility Company to provide such additional or other adequate assurance of payment without further order of this Court; and it is further

ORDERED, that this Order shall apply to each Utility Company that provides services to the Debtors regardless of whether such Utility Company is listed on **Exhibit A**, and further, with respect to any Utility Company omitted from **Exhibit A**, the time for the Debtors to tender the

deposits provided for by this Order is extended to twenty (20) days after said Utility Company provides written demand for same to the Debtors and their counsel; and it is further

ORDERED, that the Debtors shall serve a copy of this Order on all Utility Companies listed on **Exhibit A** within five (5) days of the entry of this Order and file a certificate of service thereof herein; and it is further

ORDERED, that no provision of this Order shall be deemed to shift any burden of proof imposed under 11 U.S.C § 366 upon the Debtors or a Utility Company with respect to seeking relief from this order; and it is further

ORDERED, that the Court shall retain jurisdiction over the Debtors and the Utility Companies with respect to any matters, claims, rights or disputes arising from or related to the Motion or the implementation of this Order.


United States Bankruptcy Judge
E. STEPHEN DERBY
Judge

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